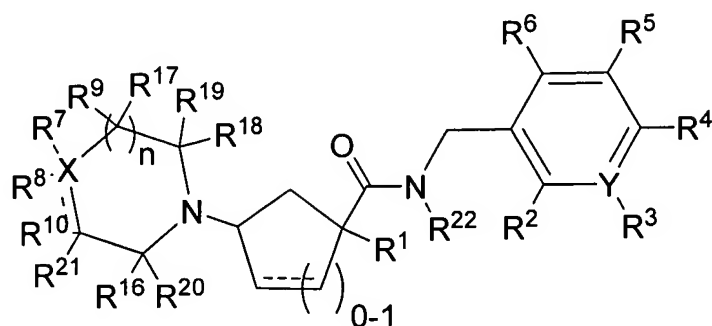


Amendments to the Claims

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims

1. (currently amended) A compound of Formula I:



I

wherein:

~~X is C, N, O, S or SO₂; X is C;~~

~~Y is N or C;~~ Y is N;

R¹ is selected from: hydrogen, -SO₂R¹⁴, -C₀₋₃alkyl-S(O)R¹⁴, -SO₂NR¹²R¹², -C₁₋₆alkyl, -C₀₋₆alkyl-O-C₁₋₆alkyl, -C₀₋₆alkyl-S-C₁₋₆alkyl, -(C₀₋₆alkyl)-(C₃₋₇cycloalkyl)-(C₀₋₆alkyl), hydroxy, heterocycle, -CN, -NR¹²R¹², -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -COR¹¹, -CONR¹²R¹², and phenyl,

where said alkyl and said cycloalkyl are unsubstituted or substituted with 1-7 substituents independently selected from: halo, hydroxy, -O-C₁₋₃alkyl, trifluoromethyl, C₁₋₃alkyl, -O-C₁₋₃alkyl, -COR¹¹, -SO₂R¹⁴, -NHCOCH₃, -NHSO₂CH₃, -heterocycle, =O, and -CN,

where said phenyl and said heterocycle are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy and trifluoromethyl;

R² is selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle;

~~R³ is selected from: hydrogen, hydroxy, halo, C₁₋₃alkyl unsubstituted or substituted with 1-6 substituents independently selected from fluoro, hydroxy, and COR¹¹, NR¹²R¹², COR¹¹, CONR¹²R¹², NR¹²COR¹³, OCONR¹²R¹², NR¹²CONR¹²R¹², heterocycle, CN, NR¹²SO₂NR¹²R¹², NR¹²SO₂R¹⁴, SO₂NR¹²R¹² and nitro, when Y is C; or~~

~~R³ is oxygen or is absent, when Y is N; R³ is oxygen or is absent;~~

R⁴ is selected from: hydrogen, C₁₋₆alkyl, trifluoromethyl, trifluoromethoxy, chloro, fluoro, bromo, and phenyl;

R⁵ is selected from: C₁₋₆alkyl unsubstituted or substituted with one or more substituents selected from 1-6 fluoro and hydroxyl, -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -CO-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -S-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -pyridyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁₋₄alkyl and COR¹¹, fluoro, chloro, bromo, -C₄₋₆cycloalkyl, -O-C₄₋₆cycloalkyl, phenyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁₋₄alkyl and COR¹¹, -O-phenyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁₋₄alkyl and

COR¹¹, -C₃₋₆cycloalkyl unsubstituted or substituted with 1-6 fluoro, -O-C₃₋₆cycloalkyl unsubstituted or substituted with 1-6 fluoro, -heterocycle, -CN and -COR¹¹;

R⁶ is selected from: hydrogen, C₁₋₆alkyl, trifluoromethyl, fluoro, chloro and bromo;

~~R⁷ is nothing when X is O, S, or SO₂;~~

R⁷ is selected from: hydrogen, (C₀₋₆alkyl)-phenyl, (C₀₋₆alkyl)-heterocycle, (C₀₋₆alkyl)-C₃₋₆cycloalkyl, (C₀₋₆alkyl)-COR¹¹, (C₀₋₆alkyl)-(alkene)-COR¹¹, (C₀₋₆alkyl)-SO₃H, (C₀₋₆alkyl)-W-C₀₋₄alkyl, (C₀₋₆alkyl)-CONR¹²-phenyl and (C₀₋₆alkyl)-CONR¹⁵-V-COR¹¹, ~~when X is C or N;~~

where V is selected from C₁₋₆alkyl and phenyl,

where W is selected from: a single bond, -O-, -S-, -SO-, -SO₂-, -CO-, -CO₂-, -CONR¹²- and -NR¹²-,

where said C₀₋₆alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, hydroxy, -C₀₋₆alkyl, -O-C₁₋₃alkyl, trifluoromethyl and -C₀₋₂alkyl-phenyl,

where said alkene is unsubstituted or substituted with 1-3 substituents independently selected from: halo, trifluoromethyl, C₁₋₃alkyl, phenyl and heterocycle;

where said phenyl, heterocycle, cycloalkyl and C₀₋₄alkyl are independently unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C₁₋₆alkyl, -O-C₁₋₃alkyl, -C₀₋₃-COR¹¹, -CN, -NR¹²R¹², -CONR¹²R¹² and -C₀₋₃-heterocycle,

or where said phenyl and heterocycle are fused to another heterocycle, which itself may be unsubstituted or substituted with 1-2 substituents independently selected from hydroxy, halo, $-\text{COR}^{11}$, and $-\text{C}_{1-4}\text{alkyl}$;

R^8 is selected from: hydrogen, hydroxy, $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{1-6}\text{alkyl-hydroxy}$, $-\text{O}-\text{C}_{1-3}\text{alkyl}$, $-\text{COR}^{11}$, $-\text{CONR}^{12}\text{R}^{12}$ and $-\text{CN}$, ~~when X is C, or, or~~

R^8 is nothing ~~when X is O, S, SO_2 or N, or~~ when a double bond joins the carbons to which R^7 and R^{10} are attached;

or R^7 and R^8 are joined together to form a ring which is selected from: 1H-indene, 2,3-dihydro-1H-indene, 2,3-dihydro-benzofuran, 1,3-dihydro-isobenzofuran, 2,3-dihydro-benzothiofuran, 1,3-dihydro-isobenzothiofuran, 6H-cyclopenta[d]isoxazol-3-ol, cyclopentane and cyclohexane,

where said ring is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, $\text{C}_{1-3}\text{alkyl}$, $-\text{O}-\text{C}_{1-3}\text{alkyl}$, $-\text{C}_{0-3}-\text{COR}^{11}$, $-\text{CN}$, $-\text{NR}^{12}\text{R}^{12}$, $-\text{CONR}^{12}\text{R}^{12}$ and $-\text{C}_{0-3}\text{-heterocycle}$;

R^9 and R^{10} are independently selected from: hydrogen, hydroxy, $\text{C}_{1-6}\text{alkyl}$, $\text{C}_{1-6}\text{alkyl}-\text{COR}^{11}$, $\text{C}_{1-6}\text{alkyl-hydroxy}$, $-\text{O}-\text{C}_{1-3}\text{alkyl}$, $=\text{O}$ when R^9 or R^{10} is connected to the ring via a double bond and halo;

or R^7 and R^9 , or R^8 and R^{10} , are joined together to form a ring which is phenyl or heterocycle,

where said ring is unsubstituted or substituted with 1-7 substituents independently selected from: halo, trifluoromethyl, hydroxy, $\text{C}_{1-3}\text{alkyl}$, $-\text{O}-\text{C}_{1-3}\text{alkyl}$, $-\text{COR}^{11}$, $-\text{CN}$, $-\text{NR}^{12}\text{R}^{12}$ and $-\text{CONR}^{12}\text{R}^{12}$;

R^{11} is independently selected from: hydroxy, hydrogen, $\text{C}_{1-6}\text{alkyl}$, $-\text{O}-\text{C}_{1-6}\text{alkyl}$, benzyl, phenyl, $\text{C}_{3-6}\text{cycloalkyl}$,

where said alkyl, phenyl, benzyl or cycloalkyl group is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

R¹² is selected from: hydrogen, C₁₋₆ alkyl, benzyl, phenyl and C₃₋₆ cycloalkyl,

where said alkyl, phenyl, benzyl or cycloalkyl group is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl and trifluoromethyl;

R¹³ is selected from: hydrogen, C₁₋₆ alkyl, -O-C₁₋₆alkyl, benzyl, phenyl and C₃₋₆ cycloalkyl,

where said alkyl, phenyl, benzyl or cycloalkyl group is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

R¹⁴ is selected from: hydroxy, C₁₋₆ alkyl, -O-C₁₋₆alkyl, benzyl, phenyl and C₃₋₆ cycloalkyl,

where said alkyl, phenyl, benzyl or cycloalkyl group is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl and trifluoromethyl;

R¹⁵ is hydrogen or C₁₋₄alkyl, or R¹⁵ is joined via a 1-5 carbon tether to one of the carbons of V to form a ring;

R¹⁷, R¹⁹, R²⁰ and R²¹ are independently selected from: hydrogen, hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-COR¹¹, C₁₋₆alkyl-hydroxy, -O-C₁₋₃alkyl, trifluoromethyl and halo;

~~R¹⁶ and R¹⁸ are independently selected from: hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-COR¹¹, C₁₋₆alkyl-hydroxy, O-C₁₋₃alkyl and halo;~~

~~where said alkyl is unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxyl;~~

~~or R¹⁶ and R¹⁸ together form a bridge consisting of -C₁₋₄alkyl-, -C₀₋₂alkyl-O-C₁₋₃alkyl- or -C₁₋₃alkyl-O-C₀₋₂alkyl-, where said alkyl is unsubstituted or substituted with 1-2 substituents independently selected from: oxy where the oxygen is joined to said bridge via a double bond, fluoro, hydroxy, methoxy, methyl and trifluoromethyl;~~

~~R²² is selected from: hydrogen, phenyl, C₁₋₆alkyl which is substituted or unsubstituted with 1-6 substituents selected from: -COR¹¹, hydroxy, fluoro, chloro and -O-C₁₋₃alkyl;~~

~~or R² and R²² together are a linker, forming a heterocycle ring, said linker selected from (with the left side of the linker being bonded to the amide nitrogen at R²²): -CH₂(CR²³R²³)₁₋₃-, -CH₂-NR²⁴-, -NR¹²-CR²³R²³-, -CH₂O-, -CH₂SO₂-, -CH₂SO-, -CH₂S-, -CR²³R²³-;~~

~~R²³ is independently selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxy, COR¹³, SO₂R¹⁴, SO₂NR¹²R¹², hydroxy, halo, -NR¹²R¹², -COR¹¹, -CONR¹²R¹², -NR¹²COR¹³, -OCONR¹²R¹², -NR¹²CONR¹²R¹², -heterocycle, -CN, -NR¹²-SO₂-NR¹²R¹², -NR¹²-SO₂-R¹⁴, and -SO₂-NR¹²R¹²;~~

~~or one R²³ is =O and the other R²³ is absent;~~

~~where R²⁴ is selected from: hydrogen, C₁₋₃alkyl where said alkyl is unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxy, COR¹³, SO₂R¹⁴ and SO₂NR¹²R¹²;~~

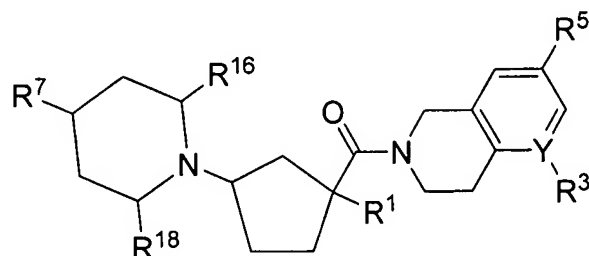
~~n is selected from 0, 1 and 2;~~

the dashed line represents an optional bond;

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

2. (canceled)

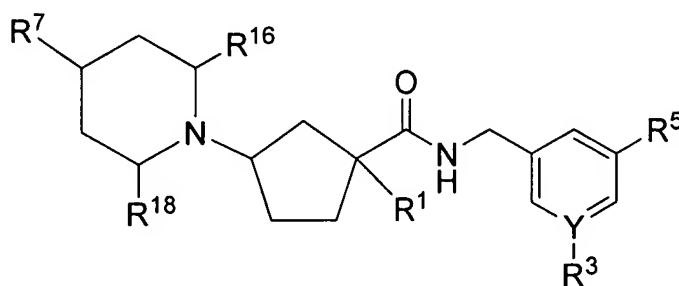
3. (original) The compound of claim 1 of the Formula Ia:



Ia

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

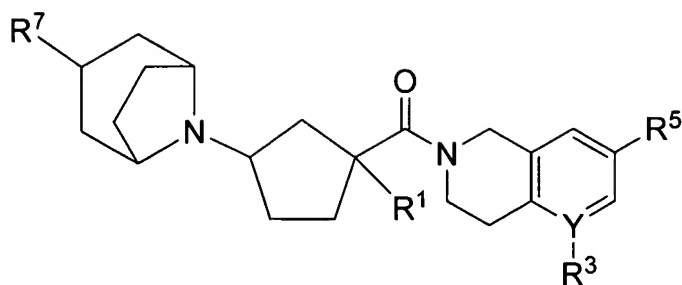
4. (original) The compound of claim 1 of the Formula Ib:



Ib

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

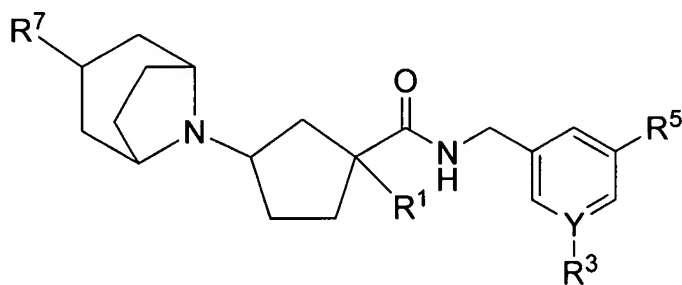
5. (original) The compound of claim 1 of the Formula Ic:



Ic

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

6. (original) The compound of claim 1 of the Formula Id:



Id

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

7. (original) The compound of claim 1, wherein R¹ is C₁₋₆alkyl, unsubstituted or substituted with hydroxyl or 1-6 fluoro, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

8. (original) The compound of claim 6, wherein R¹ is selected from: -CH(CH₃)₂, -CH(OH)CH₃ and -CH₂CF₃, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

9. (original) The compound of claim 1, wherein R^2 is hydrogen, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

10. (original) The compound of claim 1, wherein R^2 is connected to R^{22} by $-CH_2-CH_2-$, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

11. (currently amended) The compound of claim 1, ~~wherein, when Y is N,~~
wherein R^3 is absent, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

12. (currently amended) The compound of claim 1, ~~wherein, when Y is N,~~
wherein R^3 is O, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

13-14. (canceled)

15. (original) The compound of claim 1, wherein R^4 is hydrogen, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

16. (original) The compound of claim 1, wherein R^5 is selected from: C_{1-6} alkyl substituted with 1-6 fluoro, $-O-C_{1-6}$ alkyl substituted with 1-6 fluoro, chloro, bromo and phenyl, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

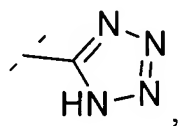
17. (original) The compound of claim 15, wherein R^5 is trifluoromethyl, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

18. (original) The compound of claim 1, wherein R^6 is hydrogen, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

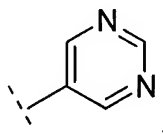
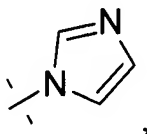
19. (original) The compound of claim 1, wherein R^7 is phenyl, heterocycle, C_{3-7} cycloalkyl, C_{1-6} alkyl, $-\text{COR}^{11}$ or $-\text{CONH-V-COR}^{11}$, where V is C_{1-6} alkyl or phenyl, where said phenyl, heterocycle, C_{3-7} cycloalkyl and C_{1-6} alkyl are unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C_{1-3} alkyl, $-\text{O-C}_{1-3}$ alkyl, $-\text{COR}^{11}$, $-\text{CN}$, -heterocycle and $-\text{CONR}^{12}\text{R}^{12}$, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

20. (original) The compound of claim 1, wherein R^7 is phenyl, heterocycle, C_{1-4} alkyl, $-\text{COR}^{11}$, and $-\text{CONH-V-COR}^{11}$, where V is selected from C_{1-6} alkyl or phenyl, and where the phenyl, heterocycle, and C_{1-4} alkyl is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C_{1-3} alkyl, $-\text{O-C}_{1-3}$ alkyl, $-\text{COR}^{11}$ and -heterocycle, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

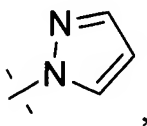
21. (currently amended) The compound of claim 1, wherein, ~~when X is C~~, R^7 is selected from:



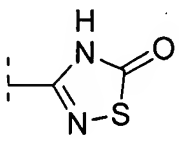
para-fluorophenyl,



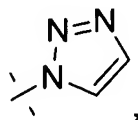
3-carboxyphenyl,



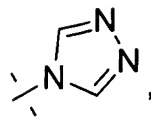
3-carboxy-4-fluorophenyl,



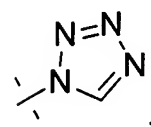
phenyl,



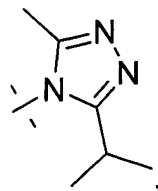
-CO₂CH₂CH₃,



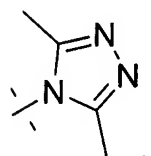
-CO₂H,



-CONHCH₃,



-hydroxy, and



and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

22. (currently amended) The compound of claim 1, wherein, ~~when X is C~~, R⁸ is hydrogen, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

23. (original) The compound of claim 1, wherein R⁹ and R¹⁰ are hydrogen, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

24. (canceled)

25. (original) The compound of claim 1, wherein R¹⁷ is hydrogen, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

26. (canceled)

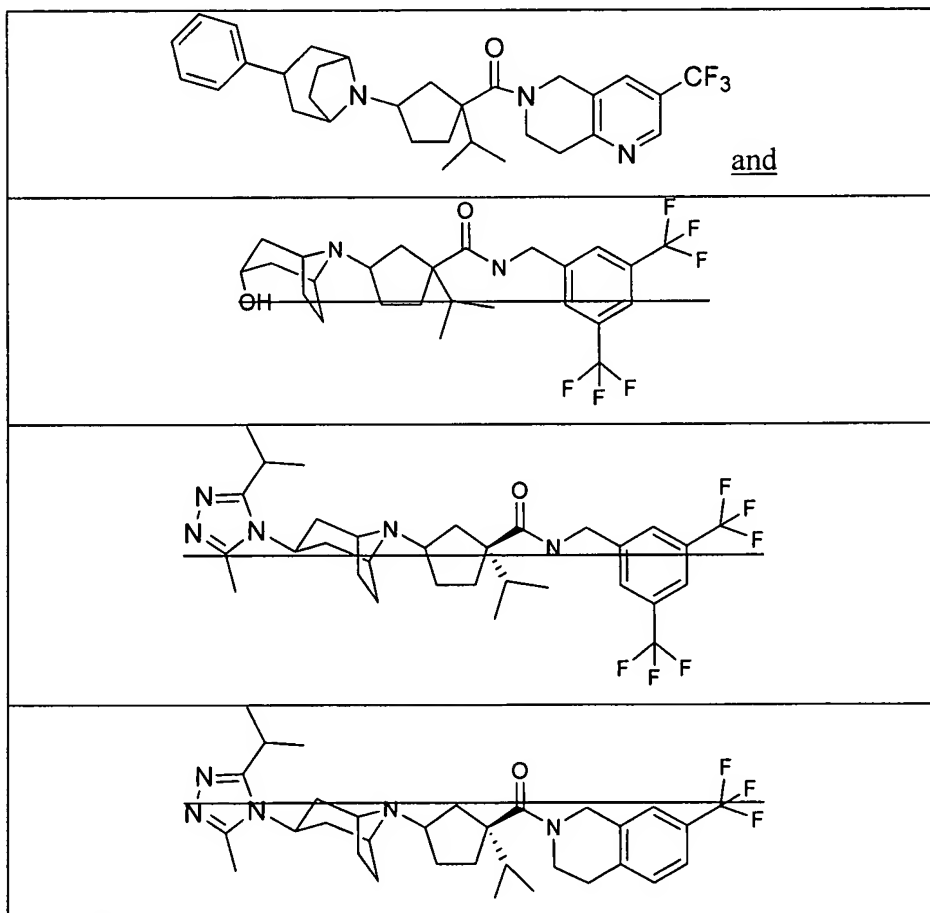
27. (original) The compound of claim 1, wherein R¹⁶ and R¹⁸ are joined by –CH₂-CH₂- to make a 5 membered heterocycle, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

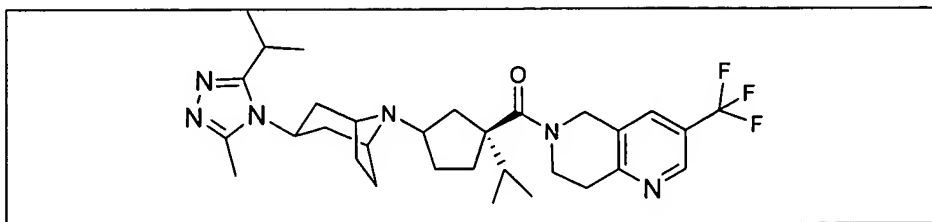
28. (original) The compound of claim 1, wherein one or more of R^{19} , R^{20} , R^{21} and R^{22} is hydrogen, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

29. (canceled)

30. (original) The compound of claim 1, wherein n is 1, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

31. (currently amended) A compound selected from:





and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

32. (original) A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.

33. (currently amended) A method for modulation ~~modulations~~ of chemokine receptor activity in a mammal which comprises the administration of an effective amount of a compound of Claim 1.

34. (original) A method for treating, ameliorating, controlling or reducing the risk of an inflammatory and immunoregulatory disorder or disease which comprises the administration to a patient of an effective amount of a compound of Claim 1.

35. (original) A method for treating, ameliorating, controlling or reducing the risk of rheumatoid arthritis which comprises the administration to a patient of an effective amount of a compound of Claim 1.